

Exhibit HH

From: Scott A. Schlager <sas@natgolaw.com>
Sent: Thursday, June 29, 2023 4:57 PM
To: David Ferris; Brian R. Charville
Cc: Lolonyon Akouete; deniseedwards818@yahoo.com; sgordon@gordonfirm.com
Subject: Westborough SPE LLC - Legal Opinion from Delaware Corporate Counsel in-lieu of Bankruptcy Filing
Attachments: Documents from Jan Blaustein Scholes - June 29 2023.pdf; Ellisa Habbart - The Delaware Counsel Group, LLC (_DCG_).pdf
Importance: High

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Hi David and Brian,

Our not hearing back from you leads us to the conclusion that you are not wanting to finance a bankruptcy proceeding. However, we do have an important update to share with you on the authority side of the equation, that may change your reasoning.

Attached are 3 documents that we were able to have F. Jan Blaustein Scholes execute:

1. **Delaware Certificate of Correction** – Nullifying the Certificate of Cancellation/Withdrawal of Babcock & Brown Parallel Member LLC executed on June 23, 2023 by F. Jan Blaustein Scholes as Manager. This LLC is the successor-in-interest to Babcock & Brown Administrative Services, Inc. (a DE Corporation) that was the original listed manager of Westborough SPE LLC, the owner of the 231 Turnpike Road, Westborough, MA real property.
2. **Written Consent of the Manager of Babcock and Brown Parallel Member LLC, a DE LLC**. – This document revises the “Bill of Sale” document and changes the name and purpose to a transfer of Manager role only. This document was executed on June 26, 2023 by F. Jan Blaustein Scholes and notarized in Maricopa County, Arizona by Billie J. Wahl.
3. **Durable Power of Attorney** for Babcock and Brown Parallel Member LLC to Lolonyon Akouete and Denise Edwards.

We believe that we have sufficient authority to conduct all business on behalf of Westborough SPE LLC. To that end, and in-lieu of filing for Bankruptcy, we would like to obtain a formal legal opinion to present to the Land Court from a noted Delaware corporate law authority, Ellisa Habbart of The Delaware Counsel Group, LLC. I have spoken with Attorney Habbart and she is able to draft a formal opinion as to the authority of Lolonyon Akouete and Denise Edwards to act on behalf of Westborough SPE LLC and state her opinion that under Delaware law, a revived Westborough SPE LLC with the same FEIN # is the same entity and thus the owner of the real property in Westborough, MA and the party entitled to the unclaimed funds in California.

In order to obtain this legal opinion, Attorney Habbart has requested a retainer of \$10,000.00. She stated that she would be able to prepare the opinion prior to the July 6th, 2023 discovery deadline.

Instead of financing a bankruptcy proceeding at this time, would you be amenable to incurring \$10,000.00 for payment to Attorney Habbart for a legal opinion and testimony to present in Court? Ideally, if you could please let us know if you

would be interested by tomorrow morning preferably, that would be much appreciated so we can engage Attorney Habbart.

Scott

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